



CORPORATION SERVICE COMPANY\*

RECORDATION NO. 20908-A FILED

MAY 17 '06

2-59 PM

SURFACE TRANSPORTATION BOARD



May 16, 2006

Barbara Saddler  
Surface Transportation Board  
Recordation Office  
1925 K Street, N.W., Suite 70  
Washington D.C. 20423  
[Barbara.saddler@stb.dot.gov](mailto:Barbara.saddler@stb.dot.gov)

REF: 106677/005

Dear Barbara,

Enclosed are two (2) originals of the **Memorandum of Railcar Lease** dated as of April 11, 2006 between the following parties:

Names and address of the following parties:

Lessor: **THE CIT GROUP/EQUIPMENT FINANCING INC.**  
1211 Avenue of the Americas, 20th Floor New York, NY 10036

Lessee: **BNSF RAILWAY COMPANY**  
2650 Lou Menk Drive Fort Worth, TX 76131

**A short summary of the document to appear in the index follows:**

Memorandum of Railcar Lease between Lessor: **THE CIT GROUP/EQUIPMENT FINANCING INC.** and Lessee: **BNSF RAILWAY COMPANY** covering 9 coal hoppers with reporting marks and numbers -- CEFX 62162 - CEFX 62689 -- NOT INCLUSIVE.

Please file this memorandum as a SECONDARY document to Recordation #20980 dated 11/12/97 and return one (1) stamped original to my attention. A check covering the filing fee of thirty-four dollars (\$34.00) is enclosed.

If you have any questions regarding the filing, please feel free to call me at 800-995-5071 ext. 3813

Thank you for your prompt assistance.

Sincerely,

April O'Shea  
Motor Vehicle Specialist

MEMORANDUM OF RAILCAR LEASE

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 11th day of April, 2006, is made by THE CIT GROUP/EQUIPMENT FINANCING, INC., a Delaware corporation, with an address at 1211 Avenue of the Americas, 20th Floor, New York, New York 10036 (the "Lessor"), and BNSF RAILWAY COMPANY formerly known as THE BURLINGTON NORTHERN AND SANTA FE RAILWAY COMPANY, a Delaware corporation, with an address at 2650 Lou Menk Drive, Fort Worth, TX 76131 (the "Lessee" and, together with the Lessor, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Lessor and the Lessee entered into that certain Master Railcar Lease (the "Lease") dated as of October 31, 1997 covering certain equipment described therein and with respect to which a Memorandum of Railcar Lease was filed with the Surface Transportation Board ("STB") on November 12, 1997 and given Recordation Number 20980.

WHEREAS, the Parties have entered into an additional Schedule under the Lease and wish to show for the public record the existence of the aforesaid Schedule, the respective interests therein of the Parties and a description of the equipment (the "Equipment") as set forth in Schedule A hereto, and accordingly the Parties have caused this Memorandum to be executed by their respective duly authorized officers, as of the date first above written.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Lessor hereby leases and confirms the lease of the Equipment to the Lessee in accordance with the terms and conditions of the Lease, and the Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessor by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessor. I further declare under penalty of perjury that the foregoing is true and correct.

THE CIT GROUP/EQUIPMENT FINANCING, INC.

By: William P. O'Brien  
Name: William P. O'Brien  
Title: Vice President

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I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessee by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessee. I further declare under penalty of perjury that the foregoing is true and correct.

BNSF RAILWAY COMPANY

By: Richard A. Mangel  
Name: RICHARD A. MANGEL  
Title: AVP Carload Equipment

# Schedule A

Number of Cars		Equipment Description
9		4,300 C.F. aluminum bottom discharge coal hopper
1	CEFX	62162
2	CEFX	62164
3	CEFX	62235
4	CEFX	62297
5	CEFX	62592
6	CEFX	62612
7	CEFX	62633
8	CEFX	62651
9	CEFX	62689